



First Union Rail Corporation  
NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

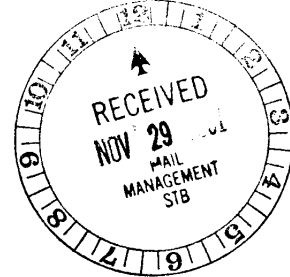
VIA UPS 2<sup>nd</sup> DAY AIR

RECORDATION NO. 22658-D FILED

November 27, 2001

NOV 29 '01 3:39 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 6, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 22658.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Interstate Commodities, Inc.  
7 Madison Street  
Troy, NY 12181

A description of the railroad equipment covered by the enclosed document is one hundred thirty-five (135) 5200 cubic foot covered hopper cars with FURX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor, and Interstate Commodities, Inc., Lessee, covering one hundred thirty-five (135) 5200 cubic foot covered hopper cars with FURX marks (see Exhibit A for numbers).

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

*Susan Grokulska*  
Susan Grokulska  
Manager - Documents Administration

Enclosures

(INCI012)

ASSGN. NO. INCI012

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of November, 2001, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Interstate Commodities, Inc. ("Lessee"), a New York corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of May 24, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 12 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 2001 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]

Name: K.A. Dombrowski

Title: DIRECTOR OF DOCUMENTATION

By: [Signature]  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 6<sup>th</sup> day of November, 2001.

[CORPORATE SEAL]

STATE OF ILLINOIS

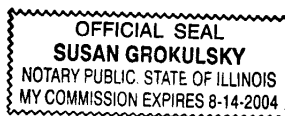
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of November, 2001.

[Signature]  
Notary Public

My Commission Expires:  
8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

INTERSTATE COMMODITIES, INC.

By: [Signature]

Name: MURLEY A. DAEHN JR.

Title: TRANSPORTATION MGR.

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 25<sup>th</sup> day of October, 2001.

[CORPORATE SEAL]

STATE OF New York

COUNTY OF Westchester

I, VICTOR A. OBERTING III, a Notary Public of the County and State aforesaid, certify that Murley A. Daehn personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 25<sup>th</sup> day of October, 2001.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**VICTOR A. OBERTING III**  
Notary Public, State Of New York  
No. 02086055581  
Qualified in Albany County  
Commission Expires Feb. 26, 2003

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: One Hundred Thirty-Five (135)

DESCRIPTION OF CARS: 100-Ton, 5200 cubic foot capacity covered hopper cars

CAR NUMBERS: See below:

FURX 845200	FURX 845253	FURX 845301	FURX 845352
FURX 845201	FURX 845255	FURX 845302	FURX 845353
FURX 845202	FURX 845258	FURX 845303	FURX 845354
FURX 845203	FURX 845259	FURX 845306	FURX 845355
FURX 845204	FURX 845261	FURX 845307	FURX 845356
FURX 845206	FURX 845264	FURX 845308	FURX 845358
FURX 845208	FURX 845265	FURX 845309	FURX 845360
FURX 845209	FURX 845267	FURX 845310	FURX 845361
FURX 845210	FURX 845268	FURX 845311	FURX 845363
FURX 845212	FURX 845269	FURX 845313	FURX 845364
FURX 845213	FURX 845270	FURX 845315	FURX 845365
FURX 845215	FURX 845271	FURX 845317	FURX 845366
FURX 845216	FURX 845272	FURX 845318	FURX 845369
FURX 845217	FURX 845274	FURX 845319	FURX 845370
FURX 845219	FURX 845275	FURX 845320	FURX 845371
FURX 845221	FURX 845276	FURX 845322	FURX 845375
FURX 845222	FURX 845277	FURX 845324	FURX 845376
FURX 845225	FURX 845278	FURX 845326	FURX 845377
FURX 845226	FURX 845280	FURX 845327	FURX 845379
FURX 845227	FURX 845281	FURX 845328	FURX 845380
FURX 845228	FURX 845282	FURX 845329	FURX 845382
FURX 845230	FURX 845283	FURX 845331	FURX 845383
FURX 845235	FURX 845284	FURX 845333	FURX 845384
FURX 845238	FURX 845287	FURX 845334	FURX 845385
FURX 845240	FURX 845288	FURX 845335	FURX 845386
FURX 845241	FURX 845290	FURX 845336	FURX 845387
FURX 845243	FURX 845292	FURX 845338	FURX 845389
FURX 845244	FURX 845293	FURX 845343	FURX 845390
FURX 845245	FURX 845295	FURX 845344	FURX 845393
FURX 845246	FURX 845296	FURX 845346	FURX 845396
FURX 845249	FURX 845297	FURX 845347	FURX 845397
FURX 845250	FURX 845298	FURX 845349	FURX 845398
FURX 845251	FURX 845299	FURX 845350	FURX 845399
FURX 845252	FURX 845300	FURX 845351	Count: 135